

MARVEL
COMICS



JAN
#430

APPROVED BY THE
COMICS
CODE
AUTHORITY

THE AMAZING SPIDER-MAN

WHEN
CARNAGE
COMES
CALLING...

...KEEP THE
BODYBAGS
HANDY!

GUEST-
STARRING
**THE SILVER
SURFER**

01
74470 02457 6
\$1.99 US \$2.70 CAN & 02457

TM & © 2004 MARVEL

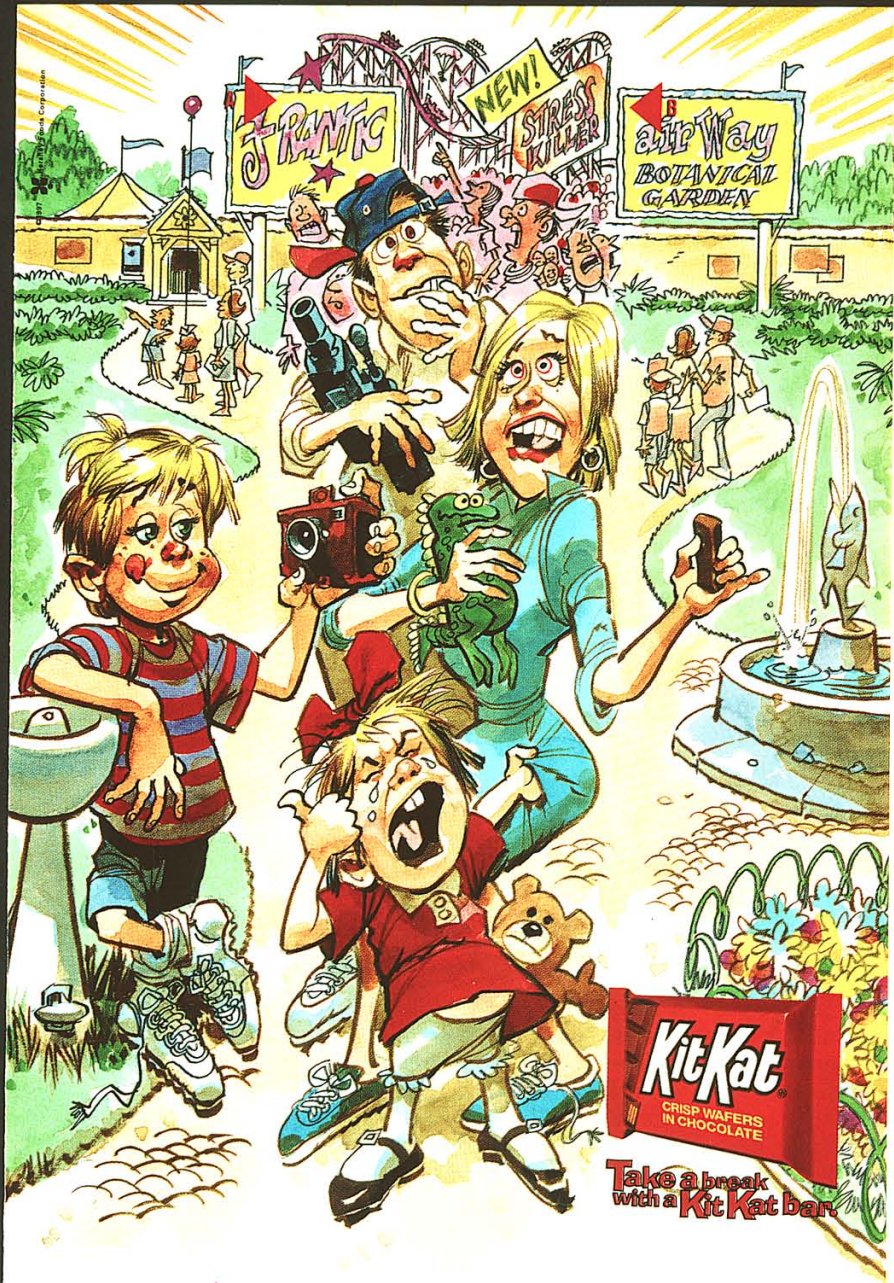
DeFALCO

BENNETT

LAROSA

MILGROM

TM & © 2004 MARVEL



A

Fold A to B

B

TM & © 2004 MARVEL

THEY'RE ALIVE!

THEY'RE REALLY ALIVE!

THE VISION! CAPTAIN AMERICA! IRON MAN! THE FANTASTIC FOUR! AND SO MANY OTHER GREAT HEROES!

FOR THE PAST FEW MONTHS, SPIDER-MAN -- ALONG WITH THE REST OF THE WORLD -- BELIEVED THEM DEAD...

...DESTROYED WHILE BATTLING THE MENACE KNOWN AS ONSLAUGHT!

THOUGH HE HELPED IN THEIR RESCUE, SPIDEY DOESN'T KNOW HOW THEY SURVIVED.

HE DOESN'T EVEN CARE AT THIS POINT.

ALL THAT TRULY MATTERS IS THAT -- FOR THE MOMENT -- HIS WORLD IS SUDDENLY ALIVE WITH HOPE AND PROMISE!

A FALSE EXHILARATION WHICH, UNFORTUNATELY, IS DESTINED TO DESERT HIM!

YOU, HOWEVER, CAN LEARN THE DETAILS BY READING THE HEROES REBORN: THE RETURN LIMITED SERIES -- Returning Fall

THE Stan Lee PRESENTS THE AMAZING SPIDER-MAN

SAVAGE REBIRTH!

TOM DEFALCO
writer

JOE BENNETT
penciler

BUD LAROSA
inker

RS & COMICRAFT'S
KIFF SCHOLL
letters

BOB SHAREN
colors

RALPH MALCHIO
editor

BOB HARRAS
editor in chief

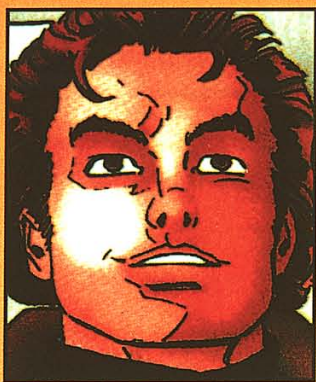
THE AMAZING SPIDER-MAN: Vol. 1, No. 430, January, 1998. (ISSN #0274-5232) Published by MARVEL COMICS, Joseph Calamari, President; Stan Lee, Publisher; Shirel Rhoades, Executive VP; Publishing Office of PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1997 Marvel Characters, Inc. All rights reserved. Price \$1.99 per copy in the U.S. and \$2.80 in Canada. Subscription rate for 12 issues: U.S. \$23.88, foreign \$35.88, and Canadian subscribers must add \$10.00 for postage and GST #R12702052. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING CORP./SUBSCRIPTION DEPT., P.O. BOX 1979 DANBURY, CT. 06813-1979. TELEPHONE # (203) 743-5331. Printed in the U.S.A.

TM & © 2004 MARVEL

HEY, IT'S
THE EVER-
AMAZING

SPIDER-MAN!

A true hero at heart, Spider-Man has dedicated his life to preventing injustices against the innocent.



Meet Peter Parker, once a brilliant, though meek, high school student, orphaned as a child and reared by his doting Uncle Ben and Aunt May. At a science fair, Peter was bitten by an irradiated spider and gained the proportionate strength, speed, agility and early warning "spider-sense" of that arachnid. He used these powers for personal fame and fortune as a masked Spider-Man. But when Peter failed to stop a criminal who later killed his beloved Uncle Ben, the youth's costumed identity took on a far deeper significance. He realized that with great power there must also come great responsibility. So Peter Parker became the wall-crawling nemesis of the criminal element; a young man determined to atone for the tragic death of his uncle — The Amazing Spider-Man!

CARNAGE

Cletus Cassidy was a convicted serial killer who shared a cell with Eddie Brock-- otherwise known as Venom. When Brock escaped, the spawn of the symbiotic alien costume that gave Venom his powers bonded with Cassidy, turning him into a being more monstrous than Venom itself: the most dangerous super-powered killer on the planet.



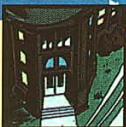
SILVER SURFER

On the world of Zenn-La, Norrin Radd bargained for its safety with the attacking planet-killer Galactus. In exchange for Zenn-La's continued existence, Norrin became Galactus' herald-- gifted with the Power Cosmic-- and a unique surfboard. Now, because he no longer serves Galactus, the Surfer is free to seek his destiny alone among the stars.



RAVENCROFT

An institute for the criminally insane wherein a variety of super-powered menaces are kept under constant surveillance. It recently got a new cost-cutting director called Barton Pogue.



J. JONAH JAMESON

The owner/publisher of New York's Daily Bugle newspaper. Jameson has spent much of his long career branding Spider-Man a dangerous vigilante responsible for multiple crimes. Although respected in the journalistic community, Jameson's obsession with the web-slinger has occasionally forced him to adopt extreme positions on some issues. He employs Peter Parker as a freelance photographer.



JOE "ROBBIE" ROBERTSON

A man of great journalistic integrity, he is the conscience of the Daily Bugle newspaper. Robbie began his career there as the paper's city editor, and has risen to become its editor-in-chief. He is a friend and confidant of Peter Parker.



MARTHA ROBERTSON

The wife of Joe "Robbie" Robertson.



MARY JANE WATSON-PARKER

The wife of Peter Parker/Spider-Man, and his closest confidant. She has currently returned to Empire State University as a student majoring in psychology.



PREVIOUSLY IN



To add to his woes, Peter Parker angered his long-suffering wife, Mary Jane, to whom he promised that he wouldn't become the web-slinger again unless it were absolutely necessary.



-- the unimaginable menace of Carnage lurks just around the corner.

Design by COMICRAFT's John Marasigan and Jason Medley

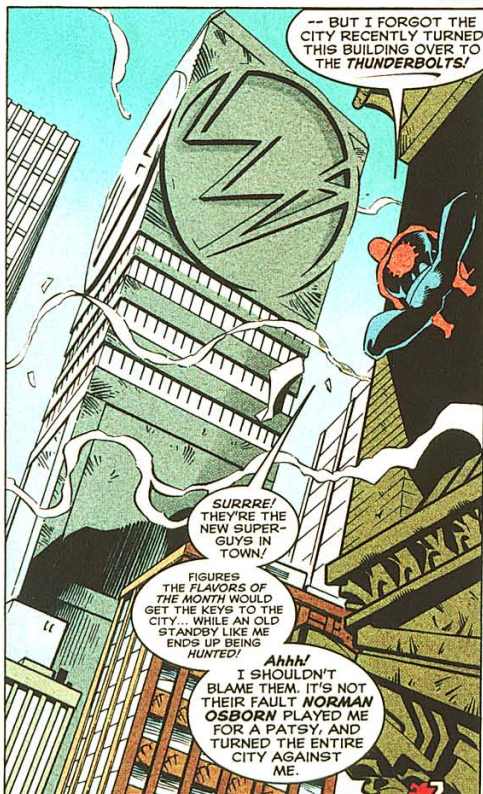
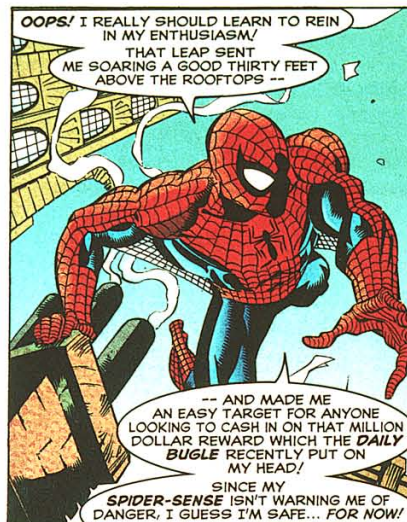
THE AMAZING SPIDER-MAN

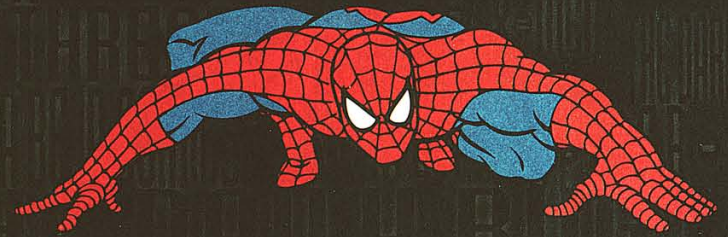
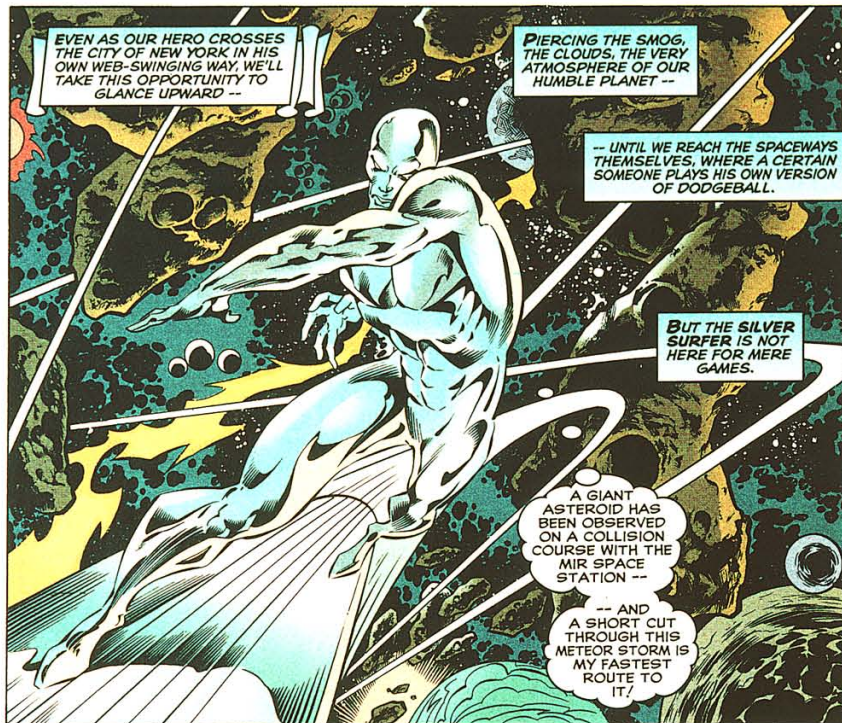
Spider-Man, with the able assistance of Daredevil, defeated the menace of the Absorbing Man and Titania, although the web-spinner received no credit for the victory from the authorities.



And now, while Spider-Man's spirits are momentarily buoyed by thoughts of the returning super-heroes--







MARVEL[®] ZONE

WWW.MARVELZONE.COM

AND ON

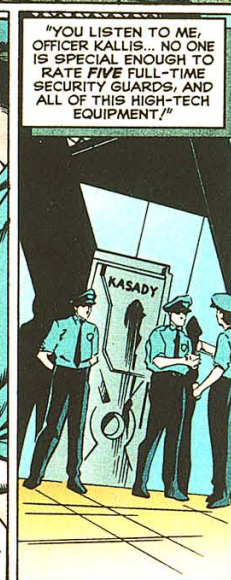
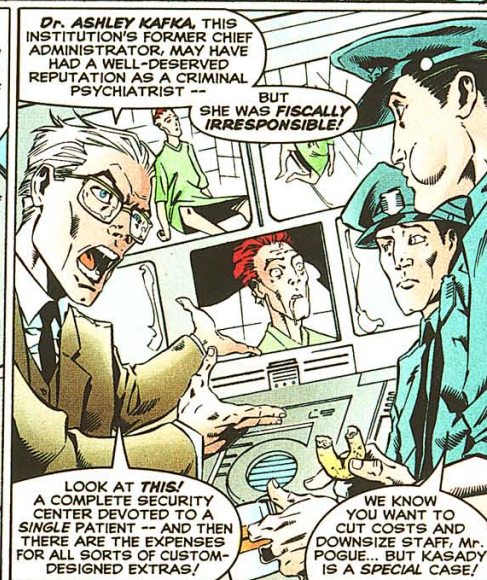
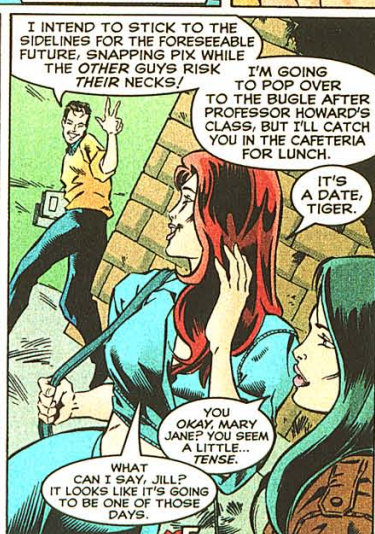
AOL at KEYWORD: MARVEL

To receive 50 free hours of AOL
call: 1-800-582-6556



TM & ©1997 MARVEL CHARACTERS, INC. ALL RIGHTS RESERVED
America Online is a registered service mark of America Online, Inc.





NICKELODEON

NICKELODEON

NICKELODEON

NICKELODEON

NICKELODEON

NICKELODEON

NICKELODEON

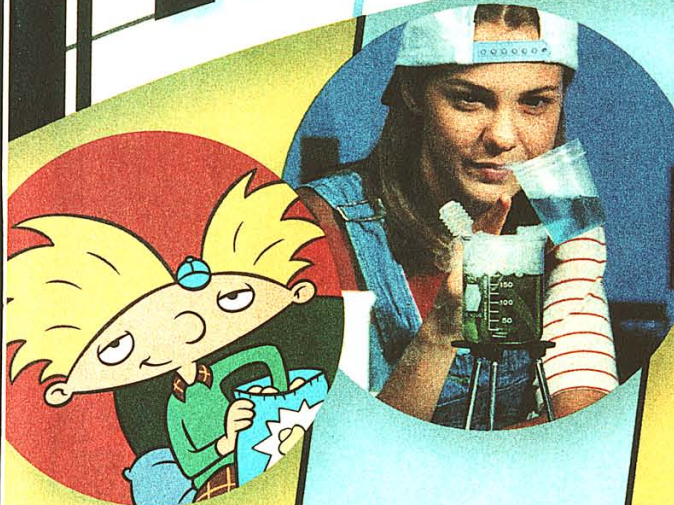
HEY MACK HEY

Every night at 8

MACK KABLAM RATS WOO

new episodes for you!

Visit Nick Online on AOL, and on the Web at nick.com



Hey Arnold!
Mondays at 8/7C
New Episodes

The Secret World of
Alex Mack
Tuesdays at 8/7C
New Episodes



Hey Arnold!
Wednesdays at 8/7C
New Episodes



The Secret World of
Alex Mack
Thursdays at 8/7C
New Episodes



KABLAM!
Fridays at 8/7C
New Episodes



Rugrats
Saturdays at 8/7C
New Episodes



The Mystery Files of
Shelby Woo
Sundays at 8/7C
New Episodes

M

T

W

T

F

S

S

TM & © 2004 MARVEL

TM & © 2004 MARVEL

© 1997 Nickelodeon Entertainment Inc. All rights reserved.
Programs created by Nickelodeon Inc. May be used by other parties.

SO HE'LL NEVER EVEN REALIZE WE TRIMMED AWAY A FEW OF THE MORE EXPENSIVE REGALIA.

HE'LL KNOW, SIR! I'M SURE HE'LL KNOW!

DON'T BE RIDICULOUS, KALLIS!

DO YOU HONESTLY THINK THAT MAN SPENDS EVERY CONSCIOUS MOMENT TESTING OUR DEFENSES ON THE OFF-CHANCE HE'LL EVENTUALLY FIND A WAY TO ESCAPE?

HE'LL NEVER EVEN SUSPECT THAT I'VE TAKEN HIS MICROWAVE NET OFF-LINE, OR --

EEYASHHH!

W-WHAT WAS THAT --?

WE TRIED TO WARN YOU, POGUE --
-- BUT YOU JUST WOULDN'T LISTEN!

THIS IS NO TIME TO POINT FINGERS, OFFICER KALLIS.

SPIKES AND CLAWS -- BUT NOT FINGERS!

BY THE WAY, I WOULDN'T COUNT ON ANY HELP FROM THOSE THREE LOSERS WHO USED TO GUARD MY CELL.

LET'S JUST SAY THAT MY SUDDEN ESCAPE HAS SENT THEM ALL TO PIECES.

I DO HOPE YOU PEOPLE WON'T BE OFFENDED IF I JUST KILL AND RUN.

SOOOO ANXIOUS TO RENEW MY ACQUAINTANCE WITH A CERTAIN FRIENDLY NEIGHBORHOOD WEB-SLINGER!

THERE WAS A TIME WHEN WE USED TO BE MORE THAN JUST CO-WORKERS.

WE WERE FRIENDS.

I ONCE BELIEVED A DECENT MAN ACTUALLY LAY BENEATH YOUR PENNY-PINCHING, EGOCENTRIC BLUSTER.

WHAT'S HAPPENED TO YOU?

I... I HAVEN'T THE SLIGHTEST IDEA... WHAT YOU'RE BLATHERING ON ABOUT, ROBBIE.

ARE YOU TRYING TO CONVINCE ME... OR YOURSELF??

YOU'VE BEEN DIFFERENT EVER SINCE NORMAN OSBORN POPPED UP.

TALK TO ME, JONAH... WHAT'S HE HOLDING OVER YOU?

WHAT WOULD EVER POSSESS YOU TO GIVE A MAN LIKE THAT AN OWNERSHIP POSITION IN THE BUGLE?!

ROBBIE...
...I...

I HAVE NOTHING TO SAY.

OKAY. YOU'VE MADE YOUR DECISION. NOW I HAVE TO MAKE MINE.

WHOA! YOU OUGHT TO WATCH HOW YOU TAKE THOSE CORNERS!

WHAT DO YOU WANT, CONOVER?

MY! MY! A BIT TESTY, AREN'T WE?

DON'T WORRY. I'M NOT HERE TO SEE YOU, ROBERTSON.

OSBORN, HIMSELF, ASKED ME TO DROP BY.

I WOULDN'T BE SURPRISED TO HEAR HE'S SHOPPING FOR A NEW EDITOR IN CHIEF.

MAYBE THEY'LL HIRE SOMEBODY GOOD THIS TIME.

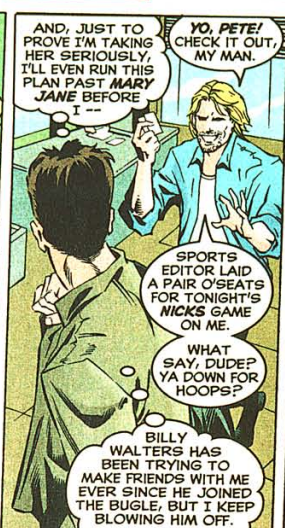


I KNOW WHAT I'LL DO.

IN THE NEARBY NEWS-ROOM...

I'LL SCORE THE FF'S CURRENT DIGGS, PHONE OL' FLAMEHEAD AND ARRANGE TO MEET SOMEPLACE SECLUDED --

-- WHERE I CAN SLIP IN AND OUT OF MY UNION SUIT WITHOUT FEAR OF RUNNING INTO ANY BOUNTY HUNTERS.



AND, JUST TO PROVE I'M TAKING HER SERIOUSLY, I'LL EVEN RUN THIS PLAN PAST MARY JANE BEFORE I --

YO, PETE! CHECK IT OUT, MY MAN.

SPORTS EDITOR LAID A PAIR O' SEATS FOR TONIGHT'S NICKS GAME ON ME.

WHAT SAY, DUDE? YA DOWN FOR HOOPS?

BILLY WALTERS HAS BEEN TRYING TO MAKE FRIENDS WITH ME EVER SINCE HE JOINED THE BUGLE, BUT I KEEP BLOWING HIM OFF.



BUT IT AIN'T LIKE I'M GOING WEB-SWINGING LATER!

I'M THERE, BILL... BUT ONLY IF THE BEER AND DOGS ARE ON ME.

THAT'S COOL!



AT THE VERY MOMENT, IN THE BUGLE'S LOBBY...

PLEASE HOLD THAT ELEVATOR!

NO PROBLEM, MA'AM.



THANK YOU SO MUCH! TENTH FLOOR, PLEASE.

THE NEWSROOM? DO YOU, BY ANY CHANCE, WORK THERE?



NOT ME! MY HUSBAND'S THE UNFORTUNATE ONE. I'M MEETING HIM FOR LUNCH.

WHO IS HE? I MIGHT KNOW HIM.

YOU PROBABLY DO. HE'S JOE ROBERTSON.



Oh, YESSS! JOE AND I GO WAAAAAY BACK!

SAY, I WONDER IF I COULD IMPOSE UPON YOU --

-- TO DELIVER A LITTLE MESSAGE FOR ME.



AND, BACK IN THE NEWSROOM...

S'NO LUCK, DUDE.

WHEREVER THE FF'S COOPED, IT AIN'T IN OUR DATABASE.

THANKS ANYWAY, BILLY. I APPRECIATE THE ATTEMPT.

I GUESS I'LL JUST HAVE TO --



Ohhh, MAN!



GET THOSE DOORS OPEN -- HURRY!

SOUNDS LIKE SOMEONE'S BEING MASSACRED IN THERE!

SOME-BODY GRAB A CAMERA!



THERE! I THINK I'VE --

MARTHA!

MY GOD --!



MARTHA!



NAUGHTY DOG



PLAYSTATION 2



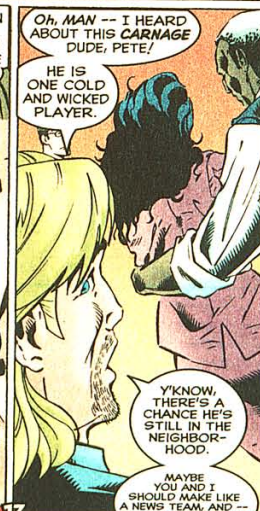
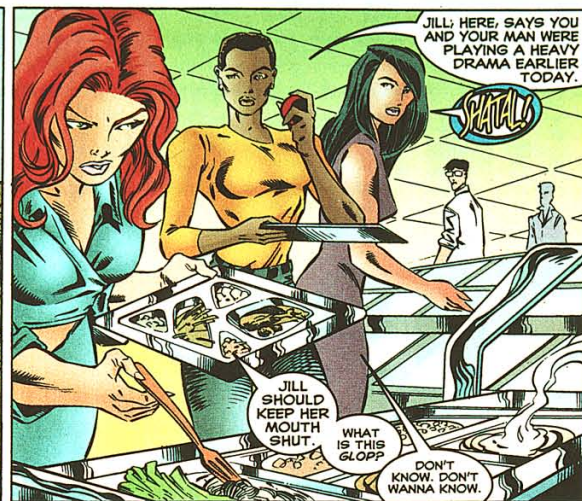
Crash is back. And he's all pumped-up and ready to rumble.

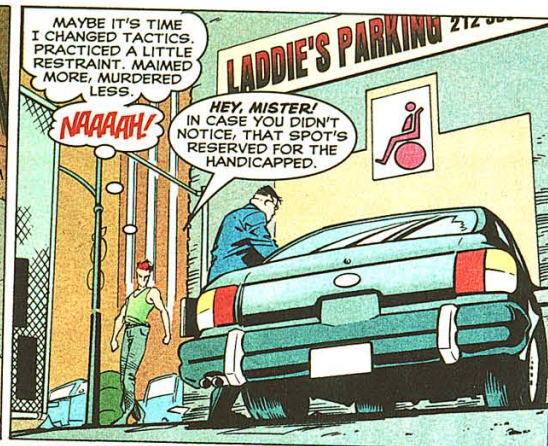
This time, Crash will have to work his way through huge, all new 3-D environments. He'll fly with a jetpack, surf on a jetboard and saddle up a polar bear cub. He's got new moves, he'll meet new characters and he'll face plenty of dangerous new obstacles. It won't take long to realize: Only the strong survive.

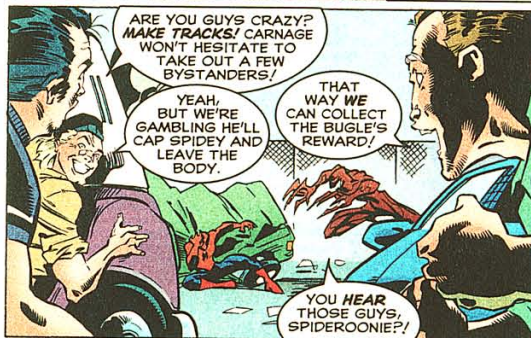
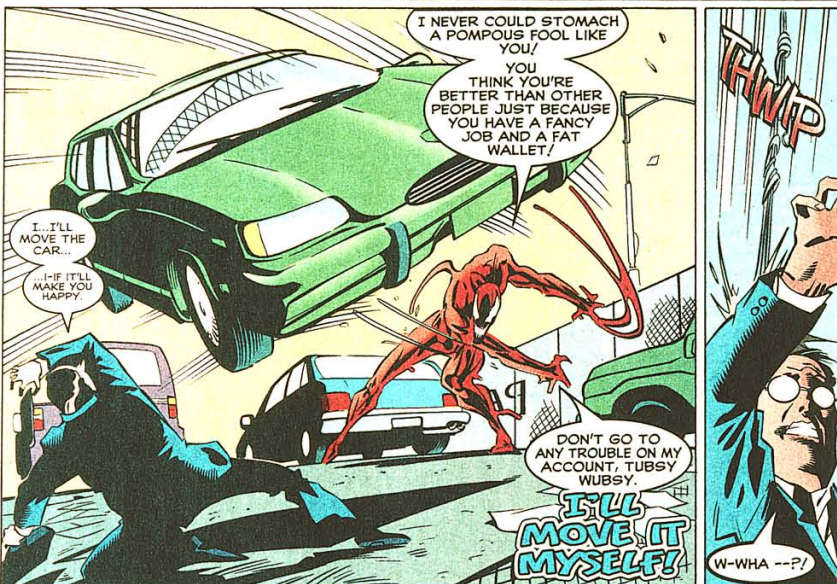


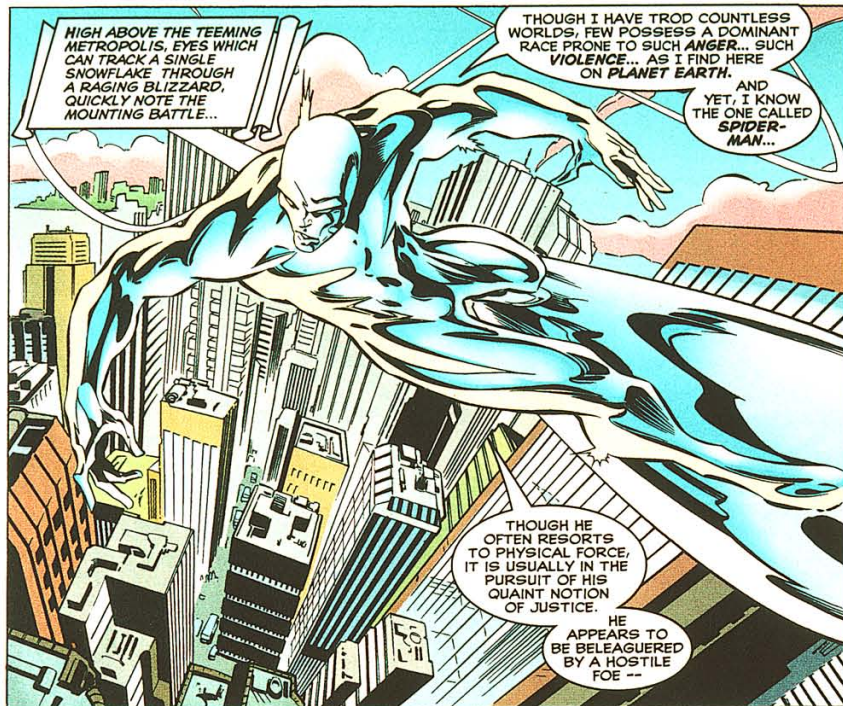
TM & © 2004 MARVEL

TM & © 2004 MARVEL









BULLPEN BULLETINS

AVAILABLE NOVEMBER 19

MAN-THING

More of the MAN-THING's chaotic reunion with his ex-wife! A guest appearance by DOCTOR STRANGE! New details about the muck-monster's origin, revealed for the very first time! Suggested for mature readers. By J.M. DeMatteis and LIAM SHARP!

BEST OF MARVEL

Relive the greatest Marvel moments of the last twelve months in a titanic tome jam-packed with Marvel's best and brightest characters and creators!

CAPTAIN AMERICA

This is it! The beginning of a new era for the star-spangled Avengers, brought to you by one of his greatest and most popular creative teams! What's the living symbol of America gonna do when he finds himself stuck in Japan? A 48-page extravaganza! By MARK WAID and RON GARNEY!

HEROES FOR HIRE

Because you demanded it! The HEROES FOR HIRE vs. the THUNDERBOLTS! Suffit said! By JOHN OSTRANDER and PASCUAL FERRY!

INCREDIBLE HULK

BRUCE BANNER returns at last to the Marvel Universe, and faces reintegration with his emerald-skinned alter ego! By PETER DAVID and ADAM KUBERT!

MARVEL MASTERWORKS: THE AVENGERS

A massive 240-page hardcover volume collecting the first ten issues of Earth's Mightiest Heroes! By STAN LEE and JACK KIRBY!

THUNDERBOLTS

Someone has discovered the true identities of the THUNDERBOLTS! Who is it, and how will this person use the information to gain control of the team? Plus: the fate of four Freedoms Plaza in the wake of HEROES REBORN: THE RETURN! By KURT BUSIEK and MARK BAGLEY!

UNLIMITED ACCESS

Continuing the incredible crossover between Marvel and DC! Featuring the X-MEN! THE LEGION OF SUPER-HEROES! BATMAN! DAREDEVIL! A surprise villain! Oh yeah -- and ACCESS will be there, too, learning a shocking truth about himself! By KAREL KESSEL and PAT OLLIFFE!

WHAT IF?!

Brace yourselves, as we ponder what would've happened if the IMPOSSIBLE MAN had attained the INFINITY GAUNTLET! By TOM VIRKAITIS and GREGG SCHIGIEL!

SPIDER-MAN: THE VENOM AGENDA

The government's top-secret OVERREACH COMMITTEE has sent their most effective agent -- VENOM -- to silence DAILY BUGLE publisher J. JONAH JAMESON! Now SPIDER-MAN has to save the old blowhard! By LARRY HAMA and TOM LYLE!

PETER PARKER, SPIDER-MAN

SPIDEY's got his hands full this time -- the SHOCKER! THE TRAPSTER! The ever-troublesome PAUL STACY! And JIMMY SIX pays a visit to MARY JANE and AUNT ANNA! By HOWARD MACKIE and JOHN ROMITA JR.

EXCALIBUR

COLOSSUS leads the team on a search for the missing NIGHTCRAWLER! But wait! They discover that he's being held by spider-like killers from the SHI'AR! By BEN RAAB and MELVIN RUBI!

WOLVERINE, DOOMBRINGER

In an untold tale from WOLVERINE's past, the crazy Canuckhead has to go on forces with his hated rival -- the SILVER SAMURAI -- to stop an ancient threat known as the DOOMBRINGER! By DOUG MOENCH and MICHAEL DUTKIEWICZ!

X-MAN

New York's nightlife will never be the same after NATE GREY goes toe-to-toe with the psychotic JACKKNIFE in a crowded nightclub! By TERRY KAVANAGH and ROGER CRUZ!

X-MEN

As CYCLOPS continues to recover from the events of OPERATION: ZERO TOLERANCE, PHOENIX decides that the best place for him right now just may be away from the X-MEN! And as the rest of the team begin to rebuild the mansion, MARROW shows up to make their lives even crazier! By JOE KELLY and CARLOS PACHECO!

ITEM! He's been called many things. The Sentinel of Liberty. The Living Legend of World War II. A Man Out of Time. But through it all, he's always been the epitome of the word "hero," and an all-new era of greatness for him begins next week, in the first issue of his new ongoing series! If you haven't figured out by now that we're talking about CAPTAIN AMERICA, then you have to turn in your membership card to the Irving Forbush Fan Club! Yes, after a long exile in the Heroes Reborn pocket universe, the one and only Cap is back in the Marvel Universe, where he belongs! But he'll soon find that much has changed since he was supposedly killed during ONSLAUGHT, and that he's got a lot of catch-up learning to do if he's gonna acclimate himself to his new -- old -- surroundings! We can guarantee, though, that with the positively stellar creative team of MARK WAID and RON GARNEY making a momentous return as Cap's guiding forces (with BOB WIAKON onboard as inker), the learning process is gonna be one heckuva ride! First, though, Cap's gotta find a way home, because after the events of HEROES REBORN: THE RETURN, the star-spangled Avenger finds himself in Japan, facing terrorists backed by someone from WOLVERINE's past and a whole world that thinks he's dead! The all-American fun begins in just seven days, in the all-new CAPTAIN AMERICA #1!

ITEM! Hold on to something big, because a cataclysmic confrontation is about to happen in the Marvel Universe and we don't want you to get knocked down by the aftershock! In just one week, the members of HEROES FOR HIRE will face off with everyone's favorite "wolves in sheep's clothing" -- the THUNDERBOLTS! Without a doubt, this is one of the most requested encounters in recent history (Trust us on this -- we read the mail!) and you know Merry Marvel -- we aim to please! So, in HEROES FOR HIRE #7, the loose-knit band of heroes led by IRON FIST will cross paths with CITIZEN V -- really BARON ZEMO -- and his team of super-villains disguised as heroes! With the sinister SUPER-ADAPTOID at the center of this titanic tale, and the T-Bolts' true identities in danger of becoming public knowledge, you just know the stakes are gonna be high -- especially when the life of someone very near and dear to a member of HFH is threatened! Courtesy of writer JOHN OSTRANDER and the awesome art team of PASCUAL FERRY and JAIME MENDOZA, this is a super-team encounter in the grand Marvel tradition!

ITEM! With the series of VENOM limited series coming to an end this month, a master plan is afoot to mold the symbiotic psychotic back into his original role as one of SPIDER-MAN's most dangerous archenemies! And with the release next week of SPIDER-MAN: THE VENOM AGENDA, a special 48-page one-shot, you'll see the first stages of that plan come to fruition! Taking place shortly before the current VENOM: FINALE limited series, the V-Man is sent on a special mission by his bosses in the covert government agency known as the OVERREACH COMMITTEE: silence J. JONAH JAMESON, publisher of the DAILY BUGLE, who's digging too deep and asking too many questions about certain matters that the government would rather keep hush hush! But Jameson finds himself being protected by a most unlikely ally -- the ever-amazing Spider-Man, who's had just about enough of Venom coming back into his life at the most inopportune moments! The sparks -- and the furniture -- are gonna fly, thanks to writer LARRY HAMA and penciler TOM LYLE, both of whom are no strangers to the web-slinging wonder and his lethal protector playmate! Don't miss this one, or the stunning conclusion to VENOM: FINALE, on sale later this month!

STAN'S SOAPBOX!

Hi, Heroes! I've received a few complaints from readers lately. It seems that some No-Prize Laureates have been bragging endlessly to their less fortunate, unNo-Prized Marvelites. This has to stop! Although it's difficult to resist lording it over those who have not yet earned one of Marvel's highest awards, you must remember -- winning a No-Prize means you must behave in a manner befitting your exalted position, lest you be stripped of your honors and face expulsion! And now, let's tackle the mail...

John Honthy of Canfield, Ohio, asks: "What was the first Marvel comic you did?"

"I know, it was so long ago that our company wasn't even called Marvel at that time, it was known as Timely Comics. Believe it or not, the first story I did in comics wasn't actually a comic strip, it was a two-page Captain America yarn, done in prose, which appeared in CAPTAIN AMERICA #3. It wasn't until a short time later that they trusted me enough to let me actually write a full strip -- and they've probably regretted it ever since!

From Fort Worth, Texas, Rebecca Smith wants to know:

"When and where are they holding casting auditions for the X-Men movie?"

It'll probably be in Los Angeles, within the next few months, although no definite time and place has yet been set. The best way to find out is to write to "X-Men Production, 20th Century Fox, 10201 West Pico Blvd., Los Angeles, CA 90035." If you possess any mutant power, be sure to mention that in your letter!

Here are two guys who have the same question. Patrick Battle and Aaron Winter of Summerville, South Carolina wanna know:

"Don't you miss those wacky 'split' books from the swingin' sixties?"

For those of you who weren't around then, Pat and Aaron are referring to titles such as TALES TO ASTONISH, which were "split" into two strips in each issue, like a 12-page Hulk and a 10-page Giant-Man, or TALES OF SUSPENSE, which featured a Captain America story and an Iron Man story. But why call 'em "wacky"? I always thought they were models of ultimate cool -- just like everything else we do! As for missing them, hey, no need to. The characters are all still with us!

No room for more letters, gang, but here comes the best part -- I know how you enjoy reading our mailing address which follows my signature...

Excelsior!

Stan

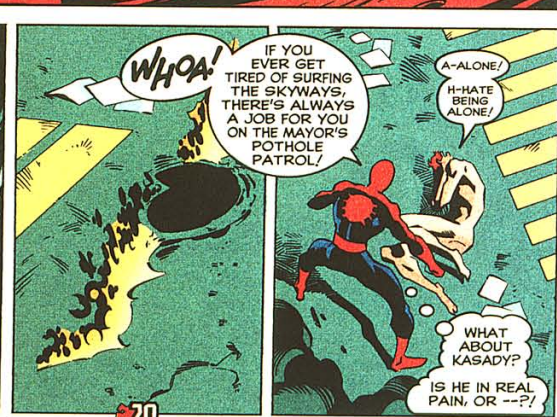
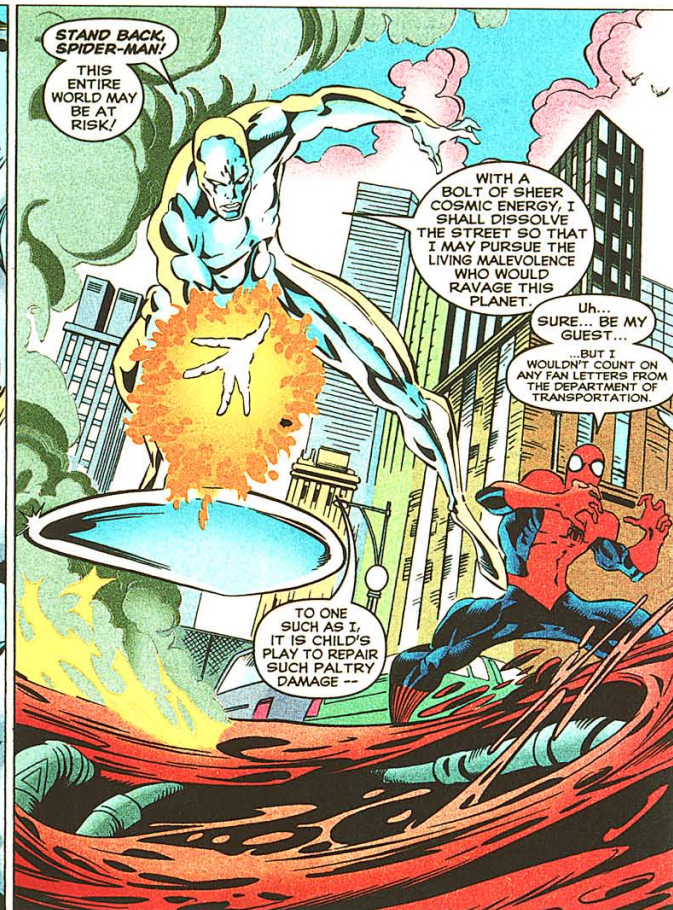
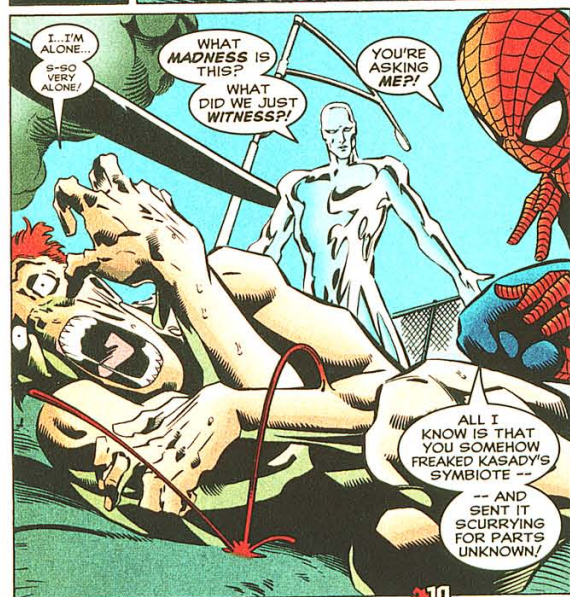
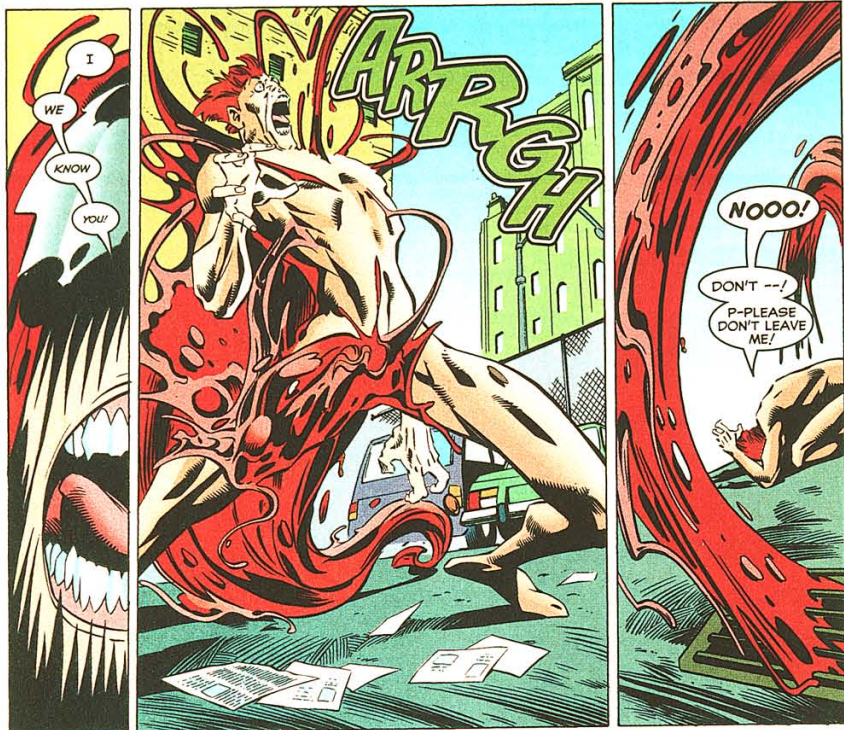
Stan Lee

Here it is, you lucky devil! "Stan's Soapbox," c/o BULLPEN BULLETINS, Marvel Comics, 387 Park Ave. South, New York, NY 10016. It reads like poetry, doesn't it?

Design by Richard Starkings and COMICART

TM & © 2004 MARVEL

TM & © 2004 MARVEL





THE SPIDER-WEB

Entomologists.

Ish #...Minus 1? We are traveling backwards in time? The last panel of a story is going to appear on the splash page from now on? Coooooool. Seriously, this ish was a nice place to visit. Too bad we can't live there forever. But most enjoyable were the reappearances of the ol' MCG block up in the left corner, the ol' letters page format, and Stan's ol' soapbox style suitable for carbon dating....

Seeing May and Ben in their slightly younger years was a strong story idea. Going through the old box of comics was fun. The Boss o' Bosses wasn't very bright, was he? If he had the K-Man stomping around my conference room...me would be expecting to have my neck snapped in short order! The extra feature about young Peter P. at the end was lotsa laughs. The proverbial nerd. We all knew this guy. Some of us were this guy!

Again, thank you, Stan and all, for this Flashback to a superior past. It was a simple, compelling yarn... elegant in its unpretentiousness. A refreshing change from much of the hellish rubbish that appears in the racks currently. See you for Minus 2!

Andy Herman
702 Wright Ln. #118
Aurora, CO 80045

Us think you ought to refer to the Kingpin by his proper appellation, else Mr. Fisk will personally knock even more grammatical skills out of you, Andy!

Seriously, though, we're awful glad you enjoyed AMAZING SPIDER-MAN -1 so thoroughly. Trust us when we say these books were true labors of love for us here at Spidey central. Everything from cooking up the stories themselves to coming up with kooky names for the letters pages was a total blast!

Dear Spider's Web,

I was pretty excited when I first heard about May being Flashback month. The Spider-Man titles, in particular, have always drawn upon Peter's past as the impetus for many plot ideas. Flashing back has been done frequently, but devoting a whole month to it is revolutionary.

Regarding the story, "Where have all the heroes gone?" gave great insight into Peter's teenage life shortly before he became Spider-Man. Tom DeFalco captured Pete's fascination with the "old" heroes, which I believe caused the creation of the flashy spider-suit. Peter has said that the color scheme was chosen so it would look better on television, but I think most

people still owned black and white sets in those days. In reality, seeing the colorful Captain America, Vision, Angel and others probably stuck in Peter's mind when the suit was being designed. Also, Pete's aversion to physical sports and lacking courage to chase down the bully were both ironic aspects of his personality, yet also consistent with those shown in early issues of AMAZING SPIDER-MAN.

The sub-plot concerning Fortunato and Wilson Fisk expand upon and foreshadow current storylines. I've heard that the Kingpin is back; can we see him in a Spidey book? It's been a while since we've had a good, old-fashioned Gang War. The recent one in SPIDER-MAN wasn't enough, I'm waiting for a sequel to ASM #284-288. Also, a nice character study of Jacob Connover. I don't trust him, not even after reading that great story in ASM #248.

May I be the first to say that throwing an amnesiac Sub-Mariner into the story proves that Marvel is the King of Continuity.

The back-up feature and the look of the letters page (including the ad for the MMMS) made this feel like an authentic '60s issue of ASM. How does one go about joining the MMMS, anyway? You done good, keep it up!

Jason R. Adrian
212 Francisridge Drive
Cincinnati, OH 45238

Interesting theory about the genesis of Peter's costume, Jason. We're not prepared to state that it's now chiseled into continuity, but it certainly doesn't contradict any existing facts, so anyone who wants to take Jason's insight as fact, go right ahead.

Kingpin, you say? How curious. It seems there's a special bookshelf edition Kingpin one-shot on sale...in two weeks! How's that for service? Not enough, you claim? Okay, then. How about this...it's put together by the dream team of Stan Lee, John Romita, Sr. and Tom DeFalco! C'mon, someone just try to complain. We'd just love to see that!

Dear Webheads,

AMAZING SPIDER-MAN -1 was one of the coolest comics I've read. I've noticed something about Marvel Comics recently, something good—a little spark of life. Well, not a little spark; Marvel's always had that. But a giant gush of life which reaches out from the embellished paper, pulls you in and tosses you into the story with each passing panel. Destined for greatness are we all. That line alone disproves Aunt

May's fear of nightmare-bringing comic books.

These things are an escape from life. But not truly life, just the humdrum repetition we all may face. The horrors that come at us and chew away at our souls. These simple stories pull us out of the torment we may be enmeshed in and put us back a number of pages later. But for those few pages, we're lost, and we also find something. Those few pages of a non-existing, fictional universe give us a little power to face even more horrifying monsters. Those which we never find in a comic book, those of a universe even more frightening—reality.

Erik Martin
Box 291
Sutherland, NE 69165

Thanks for those awfully kind words, Erik. We are always aware of comic books' ability to transport the reader into an exciting world that can indeed make some of the less pleasant aspects of our lives seem not so bad. We're proud to have touched you so.

Dear Spider's Web,

I've just read the AMAZING SPIDER-MAN Flashback issue. I think it's cool to see what Spider-Man was like before he got his powers (jeez, what a nerd). Anyway, I've just got one question: Does Stan Lee really talk like that?

Until people stop ending their letters like this, Make Mine Marvel!
Nathan Lueth
421 Briarwood Place
Ames, IA 50014

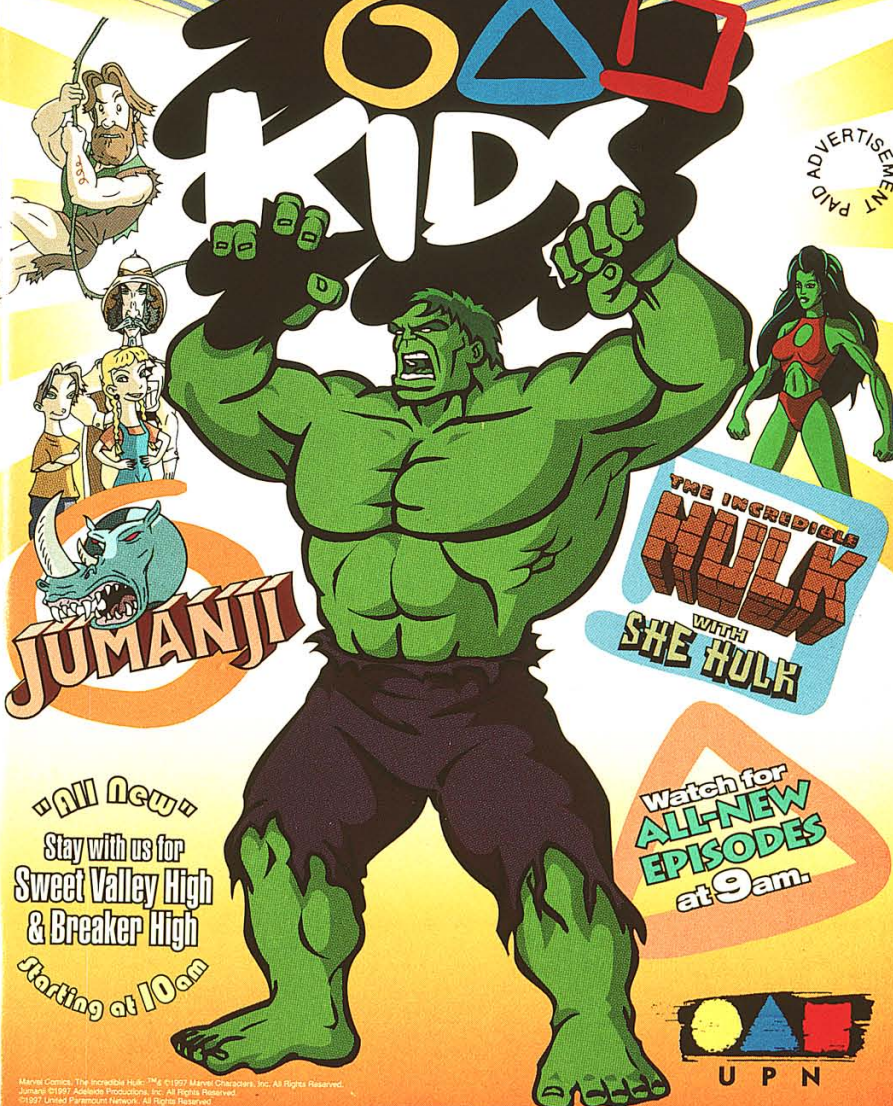
Does Smilin' Stan really talk that way, you ask? Forsooth! Indeed, he does! One of the real perks about working at this great company is the all-too-rare occasions when "The Man" flies in from sunny LA to make all our lives a bit brighter with his awesome aliteration!

NEXT ISSUE:

CARNAGE COSMIC
KICKS INTO HIGH GEAR!
CLETUS KASADY'S BEEN
DIAGNOSED WITH CANCER,
SO NOW HE REALLY HAS
NOTHING AT ALL TO LOSE
AND HE'S DECIDED TO TAKE
ON THE WHOLE WORLD! TOO
BIG A JOB FOR EVEN THAT
MANIAC, YOU CRY? TOO BAD,
CARNAGE HAS THE STOLEN
POWER OF THE SILVER
SURFER! THIS SOUNDS
LIKE TOO BIG A JOB FOR
OUR LITTLE ARACHNID TO
HANDLE, BUT HIS NAME'S
ON THE MASTHEAD, SO IT
LOOKS LIKE HE'LL HAVE TO!
SO RETURN TO US IN 30, WON'T
YOU, FOR A TALE OF MAY-
HEM AND MURDEROUSNESS
AS COULD ONLY BE BROUGHT
TO YOU BY THE TALENTS OF
TOM DEFALCO, STEVE SKROCE,
BUD LAROSA, AND RALF,
WITH THE STOLEN POWER
OF IRVING FORBUSH!

DESIGN BY COMICRAFT

UPN'S SUNDAY MORNING BACK TO BACK POWER PACK



"All New"
Stay with us for
Sweet Valley High
& Breaker High
Starting at 10am

Watch for
ALL-NEW
EPISODES
at 9am.



MATT
HICKS
ASSISTANT
EDITOR

RALPH
MACCHIO
EDITOR

BOB
HARRAS
CHIEF



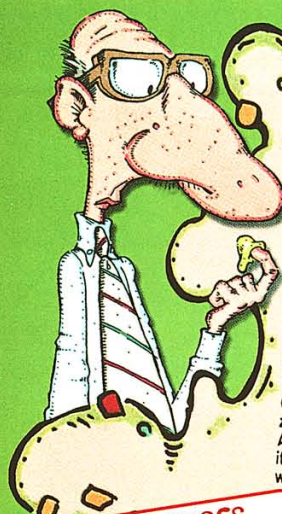
SPIDER'S WEB
MARVEL COMICS
333 PARK AVENUE SOUTH • NEW YORK, NY 10016
E-MAIL: MAIL@MARVEL.COM
IF YOU DON'T WANT YOUR NAME AND ADDRESS PRINTED, PLEASE LET US KNOW. LETTERS MAY BE EDITED FOR CONTENT AND LENGTH.
MARK E-MAIL "OKAY TO PRINT"

TM & © 2004 MARVEL

TM & © 2004 MARVEL

Marvel Comics, The Incredible Hulk, TM & © 1997 Marvel Characters, Inc. All Rights Reserved.
January 2004: Andrews Productions, Inc. All Rights Reserved.
©1997 United Paramount Network. All Rights Reserved.

Gross is Good!



Finally, Learn the Truth about Boogers:

- BOOGERS ARE POLLUTED NOSE MUCUS
- 70 OUT OF 100 PEOPLE ADMIT TO PICKING THEIR NOSE
- STICKY BOOGERS TRAP DIRT AND OTHER GUNK IN THE AIR
- BOOGERS WORK LIKE AN AIR FILTER FOR YOUR LUNGS

Boogers are just one of the stinky, scaly, slimy or gross bodily functions you'll learn about in the **Grossology CD-ROM**. Explore the science behind icky stuff like zits, spit, scabs, diarrhea, and snot with your friends! And, because it's all educational, even your parents will be cool with it. After all, it's based on the best-selling, educational book series written by a teacher! And that's better than good - it's gross!



Learn Things in Labs

FEATURES

- 9 Exploratory Labs on zits, saliva, smelly feet and more!
- 9 Games including "What a Wound!" and "Don't Pee Your Pants!"
- Encyclopedia of Gross Terms
- Grody Factoids
- Audio Lab for hilarious symphonies!
- Yucky Clip Art to write oozy letters
- Crusty Crossword Puzzles
- Skanky Recipes



Play Games



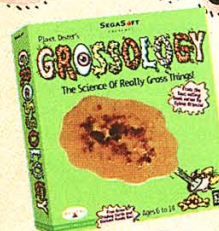
Interact with Funny Characters

It's Biology without the Boredom!

Planet Dexter's
GROSSOLOGY

The Science Of Really Gross Things!

See your local retailer.
Call 1.888.SEGASOFT to get a free demo CD-ROM.
Get your smelly self to our website: <http://www.GrossologyGames.com>



SEGA SOFT

WINDOWS / MAC CD-ROM

© 1997 Encarta Networks, Inc. All rights reserved. Segasoft is a trademark of Encarta Networks, Inc. GROSSOLOGY and the GROSSOLOGY logo are trademarks of Planet Dexter. Book text is copyright 1995 © by Sylvia Kromer. Illustrations are copyright 1995 © by Jack Knaery. All rights reserved. All other product names referenced herein are trademarks of their respective companies.